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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
DPH HOLDINGS CORP., et al.,	:	Case No. 05-44481 [RDD]
	:	
Reorganized Debtors.	:	Jointly Administered
	:	
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**JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND NAVISTAR, INC. WITHDRAWING  
ADMINISTRATIVE EXPENSE CLAIM NOS. 19147 AND 19921**

DPH Holdings Corp. and certain of its affiliated reorganized debtors in  
the above-captioned cases (collectively, the "Reorganized Debtors") and Navistar, Inc.  
f/k/a International Truck and Engine Corporation ("Claimant") respectfully submit this  
Joint Stipulation and Agreed Order Between Reorganized Debtors and Navistar, Inc.  
Withdrawing Administrative Expense Claim Nos. 19147 and 19921 ("Stipulation"), and  
agree and state as follows:

WHEREAS, on October 8 and 14, 2005 (the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Diesel Systems Corporation ("Delphi Diesel") (collectively, the "Debtors"), predecessors to the Reorganized Debtors, filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York;

WHEREAS, on July 15, 2009, Claimant filed Proof of Administrative Expense Claim 19147 ("Claim 19147") against Delphi Diesel as an administrative claim in the amount of \$36,872.63 for post-petition goods and/or services provided to Delphi Diesel;

WHEREAS, on November 4, 2009, Claimant filed Proof of Administrative Expense Claim 19921, ("Claim 19921," together with Claim 19147, the "Claims") against Delphi Diesel as an administrative claim in the amount of \$26,638.12 for post-petition goods and/or services provided to Delphi Diesel;

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified, (the "Modified Plan"), which had been approved by this Court pursuant to an order entered July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise

resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests;”

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claims pursuant to the Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books and Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, and OPEB Claims, (H) Workers' Compensation Claims, and (II) Transferred Workers' Compensation Claims, (III) Modify and Allow Certain Administrative Expense Severance Claims, and (IV) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the “Forty-Third Omnibus Claims Objection”);

WHEREAS, on February 17, 2010, Claimant responded to the Forty-Third Omnibus Claims Objection (Docket No. 19466) and reduced the amounts sought on Claims 19147 and 19921 to \$34,540 and \$1,500, respectively, or \$36,040 in the aggregate;

WHEREAS, on December 21, 2010, the Debtors filed a Statement of Disputed Issues (Docket No. 21032) with respect to the Claims (the “Response”);

WHEREAS, on March 18, 2011, Claimant filed a Notice of Withdrawal of Administrative Claim Numbers 19921 and 19147 (Docket No. 21161); and

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and the Claimant have entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants have agreed that the Claims will be withdrawn.

NOW, THEREFORE, the Reorganized Debtors and the Claimants  
stipulation and agree as follows:

1. The Claims are withdrawn.
2. The Response is withdrawn.

**Concluded on Following Page**

3. The Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation and the Claims.

So Ordered in White Plains, New York, this 29th day of March 2011

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

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